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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, March 25, 2003

APPLICATION OF

CASE NO. PUC-2002-00213

COMM SOUTH COMPANIES, INC.

and

ARBROS COMMUNICATIONS, INC.

For approval of the transfer of control of Comm South Companies, Inc., to Arcomm Holding Co.

ORDER GRANTING APPROVAL

On December 11, 2002, Comm South Companies, Inc. (“Comm South”), and Arbros Communications, Inc. (“Arbros”) (collectively, the “Applicants”), completed an application filed with the State Corporation Commission (“Commission”) on November 5, 2002, requesting approval, pursuant to the Utility Transfers Act, of the transfer of all the outstanding common stock of Comm South from Arbros to Arcomm Holding Co.

Comm South is a privately held Texas corporation located in Dallas, Texas, and is a wholly owned subsidiary of Arbros. Comm South offers its customers prepaid local exchange telecommunications services as well as custom calling features including call forwarding, call return, call waiting, caller ID, and three-way calling.

Comm South Companies of Virginia, Inc. (“Comm South Virginia”), is a wholly owned subsidiary of Comm South. Comm South Virginia is authorized to provide local exchange telecommunications services in Virginia, pursuant to certificate of public convenience and

necessity (“CPCN”) No. T-461, granted in Case No. PUC-1999-00037 (PUC990037) on October 8, 1999. Comm South Virginia currently serves 376 customers in Virginia.

Arbros, a Delaware corporation, is a wholly owned subsidiary of Arcomm Holding Co. (“Arcomm”), also a Delaware corporation. The sole director of both Arbros and Arcomm is Kwok-Leung Li. Arbros currently does not hold a CPCN and does not serve any customers in Virginia.

The Applicants request approval of a transaction pursuant to the Utility Transfers Act, involving the transfer of stock of Comm South from Arbros to Arcomm, resulting in the ultimate transfer of control of Comm South Virginia. On June 14, 2002, Comm South underwent a corporate reorganization during which Arbros allocated 100 percent of the outstanding shares of Comm South to Arcomm. Shareholders of Arbros received Arcomm stock identical to their Arbros common stock. As a result of this transfer of stock, Comm South became a direct wholly owned subsidiary, and Comm South Virginia became an indirect wholly owned subsidiary of Arcomm.

THE COMMISSION, upon consideration of the application and representations of the Applicants and having been advised by its Staff, is of the opinion and finds that the transfer of stock of Comm South from Arbros to Arcomm, resulting in the ultimate transfer of control of Comm South Virginia, as described herein, will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and should, therefore, be approved.

Accordingly, IT IS ORDERED THAT:

- 1) Pursuant to §§ 56-88.1 and 56-90 of the Code of Virginia, approval is hereby granted for the transfer of stock of Comm South from Arbros to Arcomm,

resulting in the ultimate transfer of control of Comm South Virginia from Arbros to Arcomm, as described herein.

- 2) There appearing nothing further to be done in this matter, it is hereby dismissed.